

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202) 424-7500
FACSIMILE (202) 424-7643

NEW YORK OFFICE
405 LEXINGTON AVENUE
NEW YORK, NY 10174

January 4, 2001

VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

01-00013

Re: Application of Domino Networks Communications, Inc. for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

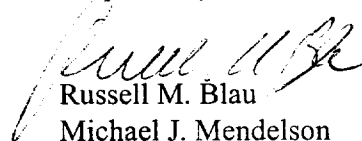
Dear Mr. Waddell:

On behalf of Domino Networks Communications, Inc. ("DNC"), please find enclosed an original and thirteen (13) copies of DNC's Application for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee. Also enclosed is a check in the amount of \$25.00 to cover the requisite filing fee.

Please note that Exhibits C, D, and E contain confidential and proprietary information not generally available to the public. DNC, therefore, is submitting one copy of this information in separately sealed envelopes attached to the original copy of the application. DNC respectfully requests that the information contained in Exhibits C, D, and E be given confidential treatment and that it not be made a part of the public record or otherwise be made available for public disclosure.

Please date stamp and return the extra copy of this filing in the self-addressed, postage-prepaid envelope provided. Should you have any questions concerning this matter, please do not hesitate to contact the undersigned.

Respectfully submitted,


Russell M. Blau
Michael J. Mendelson

Counsel for Domino Networks Communications, Inc.

Enclosure

cc: Woody Traylor

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

In the Matter of the Application of)
)
Domino Networks Communications, Inc.)
)
For a Certificate of Public Convenience and)
Necessity to Provide Facilities-Based and Resold)
Local Exchange and Interexchange)
Telecommunications Services)
Throughout the State of Tennessee)

Docket No.

01-00013

APPLICATION

I. INTRODUCTION

Pursuant to the provisions of T.C.A. § 65-4-201, Administrative Rules Chapter 1220-4-8, and the federal Telecommunications Act of 1996 ("the Act"), 47 U.S.C. § 251 *et seq.*, Domino Networks Communications, Inc. ("DNC" or "Applicant") hereby files this Application for a Certificate of Convenience and Necessity to provide facilities-based and resold local exchange and interexchange telecommunications services throughout the State of Tennessee. DNC respectfully requests that the Tennessee Regulatory Authority (TRA) grant DNC authority to provide facilities-based and resold local exchange and interexchange telecommunications services within the State of Tennessee. DNC is willing and able to comply with all applicable rules and regulations in Tennessee pertaining to the provision of competing local telecommunications services.

In support of its application, DNC provides the following information in compliance with Administrative Rule 1220-4-8-04:

II. DESCRIPTION OF THE APPLICANT AND CORPORATE AUTHORITY

1. Applicant's legal name is Domino Networks Communications, Inc. Applicant maintains its principal place of business at:

Domino Networks Communications, Inc.
2950 Gallows Road
Falls Church, VA 22042
Telephone: (571) 226-1434
Facsimile: (571) 226-1350

2. All correspondence, notices, inquiries, and other communications regarding this Application should be addressed to DNC's counsel of record at:

Russell M. Blau
Michael J. Mendelson
Swidler Berlin Shereff & Friedman, LLP
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Telephone: (202) 295-8338
Facsimile: (202) 424-7645

Correspondence or communications regarding DNC's ongoing operations should be directed to:

Woody Traylor
Vice President of Regulatory Affairs
Domino Networks Communications, Inc.
2950 Gallows Road
Falls Church, VA 22042
Telephone: (571) 226-1434
Facsimile: (571) 226-1350

3. DNC is a corporation organized on November 14, 2000 under the laws of the State of Delaware. DNC is a wholly-owned subsidiary of Domino Networks, Inc., a Delaware corporation. A copy of DNC's Certificate of Incorporation and Certificate of Authority to Transact

Business in the State of Tennessee are attached hereto as Exhibit A. An organizational chart is attached as Exhibit B.

4. DNC's officers and directors are as follows:

Officers:

Johnson Agobua	President and Chief Executive Officer
Liran Gordon	Vice President, Secretary, and Treasurer
Wood Traylor	Vice President of Regulatory Affairs and Assistant Secretary

Sole Director:

Johnson Agobua

5. All Officers and Directors can be reached at:

Domino Networks Communications, Inc.
2950 Gallows Road
Falls Church, VA 22042
Telephone: (571) 226-1434
Facsimile: (571) 226-1350

6. DNC does not currently have a corporate office located in the State of Tennessee.

If DNC opens a corporate office in the State of Tennessee in the future, DNC will promptly advise the TRA.

7. The name and address of DNC's Tennessee Registered Agent is:

Corporation Service Company
2908 Poston Avenue
Nashville, TN 37203

III. QUALIFICATIONS

A. Technical and Managerial Qualifications

1. DNC possesses the managerial skills and technical expertise necessary to execute its

business plan and provide its proposed telecommunications services. DNC was formed initially as an affiliate of BroadBand Office Communications, Inc. ("BBOC"), which was authorized by this Commission to provide local exchange and interexchange services in Docket No. 00-00014. The management team of BBOC recently determined to separate BBOC and its assets and personnel into two companies. In general, assets and personnel used in providing in-building telecommunications and information services to business customers in multi-tenant buildings remain with BBOC, while assets and personnel used to provide metropolitan and long-haul network services were assigned to DNC. Therefore, DNC will take over the ongoing operations of a portion of BBOC's telecommunications business and will be staffed by personnel familiar with the operation of BBOC's network.

2. The senior management of DNC and its corporate parent, Domino Networks, Inc., are veterans of the communications industry and lead a highly qualified technical staff to ensure that DNC's operations will meet the most demanding standards for service quality and reliability. Furthermore, by employing state-of-the-art technology, DNC's services will be equal, if not superior, in quality to the services of other certificated telecommunications service providers. Descriptions of the technical and managerial experience of DNC's key personnel are attached as Exhibit F.

3. DNC is in the process of obtaining authority to provide telecommunications service in the following jurisdictions: Arizona, California, Colorado, Connecticut, the District of Columbia, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maryland, Massachusetts, Michigan, Minnesota, Missouri, New Jersey, New York, Ohio, Oregon, Pennsylvania, South Carolina, Tennessee, Texas, and Washington. DNC's affiliate, Domino Networks Communications of Virginia, Inc., is also seeking local and interexchange authority in

Virginia. DNC has neither been denied authority to provide telecommunications services nor has it had a certificate revoked or suspended in any jurisdiction.

B. Financial Qualifications

1. DNC is financially qualified to render its proposed services in the State of Tennessee.

As explained above, DNC will take over a portion of the assets and personnel of BBOC and will continue to operate that business as a going concern. DNC also has received additional capital investment that will enable it to operate and expand the network it receives from BBOC. Because DNC was formed only recently, it does not have audited financial statements at this time. In demonstration of its financial qualification, however, DNC has attached hereto as Exhibit C a copy of its latest financial statements. DNC's three year projected financials, including network cost, and its capital expenditures budget are attached as Exhibits D and E respectively. Because DNC is a privately held company and its financial information is confidential and commercially sensitive, DNC has filed Exhibits C, D, and E separately and requests confidential treatment thereof.

2. None of the financial statements submitted by DNC reflect any amounts related to reciprocal compensation for terminating Internet service provider (ISP) traffic.

3. Pursuant to Public Chapter 586 which amended the Tennessee Code Annotated §65-4-125.3, DNC will submit a surety bond in the amount of \$20,000 when required to do so by the TRA .

IV. PROPOSED SERVICES

1. DNC requests authority to provide resold and facilities-based local exchange and interexchange telecommunications services throughout the State of Tennessee. DNC does not expect to deviate from the local service areas currently being served by BellSouth Telecommunications, Inc.

("BellSouth") and United Telephone, Southeast, Inc. ("United Telephone") unless and until the TRA revises its rules on local calling scope. To the extent any incumbent local exchange carrier in Tennessee is granted a small or rural carrier exemption pursuant to Sec. 251(f) of the Act, Applicant does not seek to terminate such exemptions at this time. Furthermore, DNC is aware of the Tennessee County Wide Calling database maintained by BellSouth and the procedures for entering its telephone numbers into the database.

2. DNC will construct its own fiber optic network and facilities to provide voice and data communications services, dedicated access services, and private line data communications services. DNC's network will be based on VoIP technology and employ Sonus Networks packet switches. DNC may supplement these services with other resold services provided by incumbent local exchange carriers, competitive local carriers, or interexchange carriers. In addition to these services, DNC intends to lease its dedicated and private line fiber optic communications infrastructure to wholesale carriers.

3. Initially, DNC will lease the telecommunications facilities of other certificated carriers while its own facilities are being built. As the Applicant completes the build-out of its network, the Applicant may move this traffic onto its own Network. DNC does not have a telecom engineering firm on retainer. DNC personnel and individual consultants will provide engineering expertise.

4. DNC plans to provide telecommunications services in all areas in Tennessee that are served by BellSouth and United Telephone. Initially, DNC intends to have a point-of-presence in Nashville.

5. DNC is beginning the negotiation process to obtain interconnection agreements with

BellSouth and United Telephone so that it may commence its proposed Tennessee operations upon certification and Tennessee Regulatory Authority's approval of the interconnection agreements.

6. DNC does not currently own any facilities in the State of Tennessee, including switches, in connection with or to facilitate communication by telephone. Prior to constructing facilities in Tennessee, the Applicant will provide a description of the Tennessee facilities to be constructed.

7. DNC's services will satisfy the minimum standards established by the TRA. The Applicant will file and maintain tariffs in the manner prescribed by the TRA and will meet minimum basic local standards, including quality of service and billing standards required of all local exchange carriers regulated by the TRA. Applicant will not require customers to purchase customer provided equipment (CPE), which cannot be used with the Incumbent Local Exchange Carriers' systems

V. DESCRIPTION OF REGULATORY COMPLIANCE AND OPERATIONS

1. Applicant is familiar with and will adhere to all applicable Authority rules, policies and orders governing the provisions of local exchange telecommunications services in the State of Tennessee.

2. Applicant has attached hereto a copy of its Small and Minority Owned Telecommunications Business Participation Plan as Exhibit G.

3. In compliance with the Authority's rules, DNC shall either directly or through other arrangements, provide the emergency, directory, blocking, support, interconnection and other services mandated by the Authority.

4. Customers with service, billing and repair questions, and complaints may reach DNC twenty four (24) hours per day, seven (7) days per week using the following toll free customer

service number: 1 (888) 535-4226. DNC's toll free number will be printed on its customers' monthly billing statements. The name, address, and telephone number of DNC's customer service contact is:

James Thomas
Director of Operations and Customer Service
Domino Networks Communications, Inc.
2950 Gallows Road
Falls Church, VA 22042
Telephone: (571) 226-1434
Facsimile: (571) 226-1350

5. DNC will handle repair and maintenance in Tennessee as follows: DNC's customers may call the toll free number above to report service problems requiring repair or maintenance. DNC will respond to repair and maintenance calls promptly and, where necessary, dispatch a service technician as soon as possible. Because customer satisfaction is extremely important to DNC and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.

6. At this time, DNC does not plan to require deposits from its customers.

7. DNC will file its final tariff subsequent to approval of its application and prior to providing service in Tennessee.

8. Attached hereto as Exhibit H is DNC's toll dialing parity plan.

9. DNC's internal policies regarding changes of local and long distance carriers will be consistent with applicable Federal Communication Commission ("FCC") telemarketing and carrier change rules, and will comply with any applicable Tennessee policies, rules, and orders governing such carrier changes.

10. A certificate of service stating that notice of the application has been served on all eighteen (18) incumbent local exchange telephone companies in Tennessee is attached hereto as

Exhibit I.

11. There are no complaints filed with any state or federal regulatory agencies involving DNC or any affiliated entities.

12. DNC's pre-filed testimony describing the services it plans to provide and summarizing its technical, managerial, and financial qualifications is attached hereto as Exhibit K.

13. DNC will employ inside telemarketers to telemarket its services in Tennessee. DNC is aware of the telemarketing statutes and regulations found in TCA §65-4-401 *et seq.* and TRA Rule Chapter 1220-4-11.

IV. NUMBERING ISSUES

1. DNC expects that NPA-615 will require two NXXs within a year of application approval, and NPA 901 will also require two NXXs within a year of application approval.

2. DNC expects that four NXXs will be requested within a year of application approval.

3. Within 6 months, a footprint serving the Nashville MSA in NPA 615 will be established, and an overlay for the Memphis MSA will be completed within a year in NPA 901.

4. Numbers will be assigned sequentially with the exception of public service numbers (911, 411), test numbers, LRNs and designated number series that are used for special markets (blocks sets aside for marketing purposes).

5. DNC will use industry standard number conservation measures by assigning from open blocks whenever possible, returning used numbers to the pools as soon as possible, and not contaminating unused number pools unless required to meet the customer demand.

6. The percentage fill prior to requesting a new NXX will be based on use of numbers. The intent would be to request a new NXX to be in place 90 days prior to getting to a 90% fill rate in existing NXXs. The time frame for the request would depend on the numbers used in a given time period and the time required to process the new request.

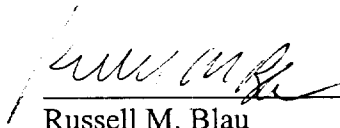
VI. CONCLUSION

1. The Tennessee Regulatory Authority has adopted a policy favoring competition in all telecommunications markets, recognizing that it is in the public interest to develop effective competition to ensure that all customers, residential and business, will have access to high quality, low-cost, and innovative telecommunications services, regardless of the service provider they select.

The entry of DNC into the local telecommunications market will enhance competition in the provision of telecommunications services within the State of Tennessee as prescribed by the Tennessee legislature in Chapter 408 of the Public Acts of 1995 and by Congress through the Telecommunications Act of 1996. Accordingly, DNC anticipates its proposed service will provide subscribers with better quality services and will increase consumer choice of innovative, diversified, and reliable service offerings.

WHEREFORE, Domino Networks Communications, Inc. requests that the Tennessee Regulatory Authority approve its Application for a Certificate of Public Convenience and Necessity to Provide Facilities-Based Local Exchange and Interexchange Telecommunications Services throughout the State of Tennessee.

Respectfully Submitted,

A handwritten signature in dark ink, appearing to read "Russell M. Blau", is written over a horizontal line.

Russell M. Blau

Michael J. Mendelson

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K Street, NW, Suite 300

Washington, DC 20007-5116

Telephone: (202) 295-8338

Facsimile: (202) 424-7645

Counsel for:

Domino Networks Communications, Inc.

Dated: this 4th day of January, 2001

EXHIBITS

Certificate of Incorporation and Certificate of Authority to Transact Business	Exhibit A
Organizational Chart	Exhibit B
Financial Statements (FILED UNDER SEAL)	Exhibit C
Projected Financials Statements (FILED UNDER SEAL)	Exhibit D
Capital Expenditures Budget (FILED UNDER SEAL)	Exhibit E
Managerial and Technical Expertise	Exhibit F
Small and Minority-Owned Telecommunications Plan	Exhibit G
Toll Dialing Parity Plan	Exhibit H
Notice of Application and Certificate of Service	Exhibit I
Rule Compliance Agreement	Exhibit J
Pre-Filed Testimony of Woody Traylor	Exhibit K
Verification	

EXHIBIT A

**Certificate of Incorporation
and
Certificate of Authority to Transact Business**

State of Delaware
Office of the Secretary of State

PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DOMINO NETWORKS COMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3316307 8100

001630490



Edward J. Freel, Secretary of State
AUTHENTICATION: 0861812

DATE: 12-18-00

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

DOMINO NETWORKS COMMUNICATIONS, INC.

Domino Networks Communications, Inc., a corporation organized and existing under and by virtue of the laws of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Domino Networks Communications, Inc (the "Corporation"). The Corporation filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware on November 14, 2000.
2. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Corporation's Certificate of Incorporation and (i) was duly adopted by the sole member of the Board of Directors in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware (the "DGCL"), (ii) was declared by the Board of Directors to be advisable and in the best interests of the Corporation and was directed by the Board of Directors to be submitted to and be considered by the sole stockholder of the Corporation for approval by the affirmative vote of such stockholder in accordance with Section 242 of the DGCL and (iii) was unanimously adopted by the sole stockholder by a written action in lieu of a meeting of the sole stockholder in accordance with the provisions of Sections 228 and 242 of the DGCL and in accordance with the terms of the Corporation's Certificate of Incorporation in effect prior to the effective time hereof.

RESOLVED: That the Corporation's Certificate of Incorporation is hereby amended and restated in its entirety as follows:

FIRST The name of the Corporation is: Domino Networks Communications, Inc.

SECOND The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

THIRD The nature of the business or purposes to be conducted or promoted by the Corporation is as follows:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, \$0.01 par value per share.

The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders

of a majority of the stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law of Delaware.

FIFTH In furtherance of and not in limitation of powers conferred by statute, it is further provided:

1. Election of directors need not be by written ballot.
2. The Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

SIXTH Except to the extent that the General Corporation Law of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

SEVENTH The Corporation shall not, without the vote or written consent by the holders of at least a majority of the then outstanding shares of the Common Stock:

1. authorize or issue any other equity security, including any other security convertible into or exercisable for any equity security, having a preference over, or being on a parity with, the Common Stock, including, without limitation, with respect to dividends, redemption or voting rights or upon liquidation;
2. effect any reclassification or other change of any stock, or other recapitalization of the Corporation, or any voluntary liquidation, dissolution or winding up of the Corporation;
3. declare or pay any dividends on Common Stock;
4. amend or waive any provision of the Corporation's Certificate of Incorporation or Bylaws in a manner that adversely affects the holders of Common Stock;
5. sell, convey or otherwise dispose of or encumber (other than pursuant to a credit arrangement in the ordinary course of business) all or substantially all of its assets or business or merge into or consolidate with any other entity (other than a wholly owned subsidiary corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is disposed of; or
6. redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any share of Common Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment.

EIGHTH The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was, or has agreed to become, a director or officer of the Corporation, or is or was serving, or has agreed to serve, at the request of the Corporation, as a director, officer or trustee of, or in a similar capacity with, another corporation, partnership, joint venture, trust or other enterprise (including any employee benefit plan) (all such persons being referred to hereafter as an "Indemnitee"), or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by or on behalf of an Indemnitee in connection with such action, suit or proceeding and any appeal therefrom.

As a condition precedent to his right to be indemnified, the Indemnitee must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving him for which indemnity will or could be sought. With respect to any action, suit, proceeding or investigation of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to the Indemnitee.

In the event that the Corporation does not assume the defense of any action, suit, proceeding or investigation of which the Corporation receives notice under this Article, the Corporation shall pay in advance of the final disposition of such matter any expenses (including attorneys' fees) incurred by an Indemnitee in defending a civil or criminal action, suit, proceeding or investigation or any appeal therefrom; provided, however, that the payment of such expenses incurred by an Indemnitee in advance of the final disposition of such matter shall be made only upon receipt of an undertaking by or on behalf of the Indemnitee to repay all amounts so advanced in the event that it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by the Corporation as authorized in this Article, which undertaking shall be accepted without reference to the financial ability of the Indemnitee to make such repayment; and further provided that no such advancement of expenses shall be made if it is determined that (i) the Indemnitee did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (ii) with respect to any criminal action or proceeding, the Indemnitee had reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an Indemnitee seeking indemnification in connection with a proceeding (or part thereof) initiated by such Indemnitee unless the initiation thereof was approved by the Board of Directors of the Corporation. In addition, the Corporation shall not indemnify an Indemnitee to the extent such Indemnitee is reimbursed from the proceeds of insurance, and in the event the Corporation makes any indemnification payments to an Indemnitee and such Indemnitee is subsequently reimbursed from the proceeds of insurance, such Indemnitee shall promptly refund such indemnification payments to the Corporation to the extent of such insurance reimbursement.

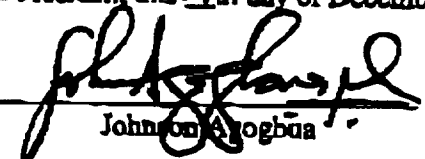
All determinations hereunder as to the entitlement of an Indemnitee to indemnification or advancement of expenses shall be made in each instance by (a) a majority vote of the directors of

the Corporation consisting of persons who are not at that time parties to the action, suit or proceeding in question ("disinterested directors"), whether or not a quorum, (b) a majority vote of a quorum of the outstanding shares of stock of all classes entitled to vote for directors, voting as a single class, which quorum shall consist of stockholders who are not at that time parties to the action, suit or proceeding in question, (c) independent legal counsel (who may, to the extent permitted by law, be regular legal counsel to the Corporation), or (d) a court of competent jurisdiction.

The indemnification rights provided in this Article (i) shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any law, agreement or vote of stockholders or disinterested directors or otherwise, and (ii) shall inure to the benefit of the heirs, executors and administrators of the Indemnitees. The Corporation may, to the extent authorized from time to time by its Board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth in this Article.

NINTH The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute and this Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 14th day of December, 2000.


Johnson Agbua

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 12/20/00
REQUEST NUMBER: 4074-0090
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 12/20/00 1243
EFFECTIVE DATE/TIME: 12/20/00 1243
CONTROL NUMBER: 0400410

TO:
CSC/USC
1013 CENTRE RD
WILMINGTON, DE 19805

RE:
DOMINO NETWORKS COMMUNICATIONS, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

OR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 12/20/00

FROM:
SC/USC (1013 CENTRE RD)
013 CENTRE ROAD

WILMINGTON, DE 19805-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00002776289
ACCOUNT NUMBER: 00250881



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE



Department of State
Corporate Filings
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, TN 37243

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Domino Networks Communications, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is November 14, 2000 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is c/o General Counsel
2950 Gallows Road, Falls Church, VA 22042

Street _____ City _____ State/Country _____ Zip Code _____

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

2908 Poston Avenue, Nashville, TN
Street _____ City _____ State/Country _____ Zip Code 37203
Registered Agent Corporation Service Company

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
See attached officers/directors rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
See attached officers/directors rider

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is _____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

December 14, 2000

Signature Date

President

Signer's Capacity

Domino Networks Communications, Inc.

Name of Corporation

Signature

Johnson Agogbua

Name (typed or printed)

OFFICERS/DIRECTORS RIDER

400 0000

Domino Networks Communications, Inc.

List of Officers

Name: Johnson Agogbua **Title:** Pres./CEO
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

Name: Liran Gordon **Title:** VP/Treas/Sec.
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

List of Directors

Name: Johnson Agogbua **Term:** Nov 15, 2001
Bus. Addr.: 2950 Gallows Road, Falls Church, VA 22042

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOMINO NETWORKS COMMUNICATIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000.



Edward J. Freel

Edward J. Freel, Secretary of State

3316307 8300

001634224

AUTHENTICATION: 0861994

DATE: 12-18-00

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/20/2000
REQUEST NUMBER: 00355141
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/20/2000
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0400410
JURISDICTION: DELAWARE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF AUTHORIZATION

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"DOMINO NETWORKS COMMUNICATIONS, INC.",

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO
TRANSACTION BUSINESS IN THIS STATE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/20/00

FROM:
CSC/USC (1013 CENTRE RD)
1013 CENTRE ROAD
WILMINGTON, DE 19805-0000

RECEIVED:	FEES \$40.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$40.00

RECEIPT NUMBER: 00002776312
ACCOUNT NUMBER: 00250881



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

EXHIBIT B

Organizational Chart

DOMINO NETWORKS COMMUNICATIONS, INC. ORGANIZATIONAL CHART

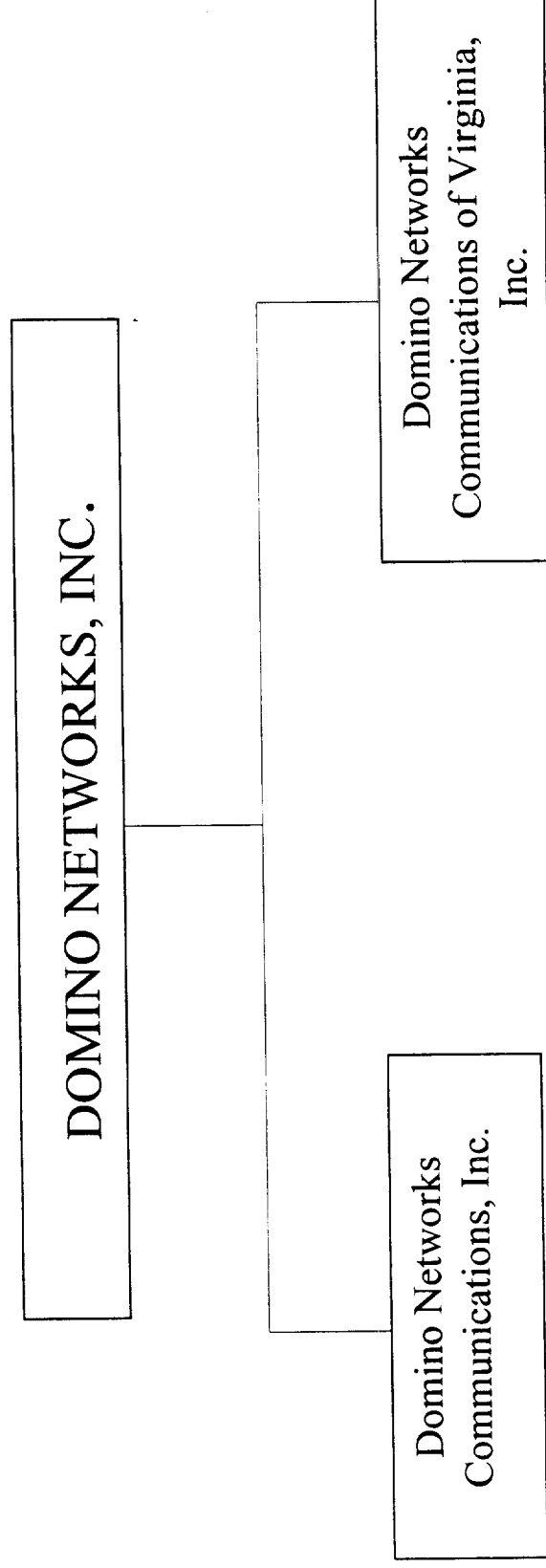


EXHIBIT C

Financial Statements

(FILED UNDER SEAL)

EXHIBIT D

Projected Financial Statements

(FILED UNDER SEAL)

Exhibit D
Projected Financial Statements
Domino Networks Communications, Inc.

CONFIDENTIAL
Filed Under Seal

EXHIBIT E

Capital Expenditures Budget

(FILED UNDER SEAL)

EXHIBIT E
Capital Expenditures Budget
Domino Networks Communications, Inc.

CONFIDENTIAL
Filed Under Seal

EXHIBIT F

Managerial and Technical Qualifications

MANAGERIAL AND TECHNICAL QUALIFICATIONS

SENIOR MANAGEMENT TEAM

Johnson Agogbua, Domino Networks Communications, Inc., President

As President of Domino Networks Communications, Inc., Johnson Agogbua will use his 11 years of management experience to make the company a leading telecommunications service provider.

Johnson Agogbua also currently serves as President of Domino Networks, Inc., the parent company of Domino Networks Communications, Inc., a Kleiner, Perkins, Caufield and Byers and Broadband Office, Inc. funded company.

Prior to Domino Networks Communications, Inc., Mr. Agogbua served as Vice President of Engineering for Broadband Office Communications, Inc. He also previously served as Director of Global Network Engineering and Architecture at UUNET, an MCI Worldcom Company. In that capacity, he led the engineering effort that converted UUNET's network from a sparse T1/T3 infrastructure into the largest commercial Internet backbones in the world. Under his direction, this organization made many significant innovations in Internet network architecture and the advancement of Multiprotocol Label Switching (MPLS). They were also the acknowledged industry leaders in Internet traffic engineering. He joined UUNET in 1996 with responsibility for both Network Engineering and Network/Systems Management.

Before joining UUNET in February of 1996, Mr. Agogbua served as Vice President of Advanced Network Engineering and Technology in the Business Technology Organization at Salomon Inc. (now Salomon Smith Barney). At Solomon Inc., Mr. Agogbua was responsible for the development of the trading floor networks and campus ATM infrastructure. Prior to Salomon, Inc., he was a member of the technical staff at AT&T, where he worked on a number of projects including: AT&T's Global IP network, Wideband Packet Technology requirements, and Network Management infrastructure for AT&T's internal IP and Asynchronous networks.

Johnson Agogbua received his B.S. in Electrical Computer Engineering from Drexel University in 1988.

Woody Traylor, Domino Networks Communications, Inc., Vice President of Regulatory Affairs

Woody Traylor currently serves as the Vice President of Regulatory Affairs of Domino Networks Communications, Inc. With 30 years of telecommunications experience, Mr. Traylor will manage company activities on state and federal regulatory matters.

Before he joined Domino Networks Communications, Inc., Mr. Traylor was Vice President of Regulatory Affairs of Broadband Office Communications, Inc. In that position, Mr. Traylor was responsible for CPCN acquisition, interconnection agreement adoption, and tariff development. Prior to holding that position, Mr. Traylor was Director of Numbering Policy and Administration

at MCI WorldCom. In 1990, Mr. Traylor joined WorldCom as executive staff in the management and representation of MCI's interests in national industry standards in the areas of network interconnection, signaling standards, and numbering issues. Since 1995, he has served as MCI's primary technical advocate and policy counsel in the areas of numbering, including Local Number Portability advocacy, NPA relief positions and number conservation matters.

Prior to joining MCI WorldCom in April of 1990, Mr. Traylor spent seven years with Bell Atlantic. Initially, Mr. Traylor performed Outside Plant Planning functions for the Virginia Beach area, where he was instrumental in the initial fiber loop feeder deployment in Virginia. From 1987 to 1990, he served on Corporate staff in Technology Planning representing Bell Atlantic in national forums in areas of network interconnection and SS7 deployment issues.

From December of 1979 to July of 1983, Mr. Traylor was an independent Financial Planner responsible for designing and marketing employee benefit plans and individual plans for several closely-held Corporations and Professional Corporations.

Mr. Traylor also worked for the C&P Telephone Company of Virginia from June of 1970 to November of 1979. He served in numerous positions including Network Administration staff responsible for administrative support for Electro-Mechanical switching systems; Personnel Assessment to determine appropriateness and readiness of candidates for promotion into management for the company; and Trunk Servicing/Administration and DDD completion results for the western portion of Virginia.

Woody Traylor received BS degrees in Mathematics, Sociology and Physics from the University of Richmond in 1971. He also received his MS in Demography and Statistics from Florida State University in 1973.

A. Martin Hakim Din, Vice President of Operations

A. Martin Hakim Din brings 10 years of telecommunications experience in operations, implementation and engineering in an Internet environment. Since 1999, Mr. Hakim Din has served as Director of Operations and Network Implementation with Broadband Office Communications, Inc. From 1994 to 1999, he served in both a technical and managerial role through the design, implementation, and operation of the global internet backbone of UUNet Technologies, an MCI Worldcom Company, a leading global provider of Internet communications services.

Mr. Hakim Din has helped to create the Broadband Office Communications network that is now in operation in many states. Prior to his time with Broadband Office Communications, he built and operated the UUNET DS3 network, created and managed the UUNET internet operations escalation team, and developed new customer architectures. During his time in UUNET Network Operations, he had oversight responsibility for all new technology approval, maintenance, problem management, subject matter expertise, and vendor relations.

Mr. Hakim Din holds a B.S. in Physics from the College of William and Mary.

Charles Meyer, Director of Construction Facility Services

After thirteen years in the technology & telecommunications industries, Charles Meyers will contribute to the designing and building of the hi-tech centers and infrastructure systems to develop the Domino Networks Communications network.

Prior to holding his current position, Mr. Meyer was Director of Construction and Technology at Broadband Office Communications. Before his time with BBOC, he was Senior Manager at UUNet Technologies, an MCI Worldcom Company, for several years. He was responsible for overseeing the technology & infrastructure installations at their new world headquarters.

Mr. Meyer also spent nine years with Salomon Brothers Inc., where he served in varying capacities. His position at Salomon Brothers included telecommunications roles regarding the design, build, renovation, and relocation of branch offices in the United States, Canada, and Mexico. Mr. Meyer served as a project manager for construction activities at Merck-Medco and Cantor Fitzgerald.

Charles Meyer received his training in the computer sciences from Seton Hall University. Mr. Meyer is a member of the Loudoun County Telecommunications Committee and sits on the Board of Directors for the Mid-Atlantic Chapter of the 7X24 Exchange Association.

William W. Barns, Director of Infrastructure Engineering

William W. Barns has over 24 years experience in the development of packet-based networks in both the private and public sectors. At Domino, he will have primary responsibility for the assessment and selection of technologies to be used in the Domino network. Prior to joining Domino Networks Communications, he was Director of Infrastructure Engineering for Broadband Office Communications, Inc. Before BBOC, Mr. Barns was Director of Technology and Standards for UUNet Technologies, an MCI Worldcom Company, a leading global provider of Internet communications services. At UUNET he was responsible for network architecture standards, emerging technologies evaluations, and strategic development of network expansions to accommodate massive growth of IP-based services. He was a key architect and designer of several generations of the UUNET global backbone network.

Before joining UUNET in 1995, William Barns was employed by The MITRE Corporation from 1988 to 1995. He led the network design group in the Networking Technical Center, which provided consulting services to several major U.S. Government network projects, including the Defense Information Systems Network and the FAA's Aeronautical Telecommunications Network.

From 1976 to 1988, Mr. Barns held a variety of engineering and technical management positions with the U.S. Air Force, Electronic Data Systems Corporation, Tymshare/Tymnet, and McDonnell Douglas Corporation.

Mr. Barns holds a BS in Statistics and Computer Science from the George Washington University.

Kenneth R. Frank, Senior Vice President Network

As Senior Vice President Network, Kenneth R. Frank will be responsible for all facets of Domino Network Communications' network development and its deployment.

Prior to joining Domino Networks Communications, Mr. Frank served as Director of Product Development of Broadband Office Communications. Before holding that position, he served seven years with BellSouth Science and Technology in various technical management positions. He began at BellSouth in 1993 as technical staff in as technical staff in Advanced Network Architecture where he was responsible for developing service concepts and architecture strategies.

In January of 1997, Mr. Frank became Director of Advanced Data Networking at BellSouth. As Director, he managed ADSL and IP Telephony technology planning and implementation, provided lead architecture support for the ADSL architecture and deployment activities, and represented BellSouth in industry Splitterless ADSL Special Interest Group (SIG). Microsoft, Intel, and Compaq initiated SIG to focus on achieving mass consumer acceptance of high-speed data access utilizing ADSL technology.

Finally, Mr. Frank served as the Director of Advanced Network Architecture and Concepts at BellSouth. At BellSouth, he provided strategic planning support for data networking initiatives and managed the technical data strategy group. Mr. Frank also was responsible for the technical architecture, vendor analyses and implementation support for all advanced data services, including Voice/ATM (line and trunk) implementations, state government architectures, video conferencing, Fast Packet services (ATM and Frame Relay), IP/ATM technologies, ADSL and FTTC access systems. Mr. Frank was selected in 1997 to the BellSouth Leadership Development Program.

Before joining BellSouth, Mr. Frank worked as technical staff in 5ESS Systems Engineering at AT&T Bell Laboratories from 1989 to 1993, where he co-authored 5ESS Switch Advanced Intelligent Network R0.1 Feature Specification Document and was selected to Bell Laboratories' Leadership Continuity Program.

Kenneth Frank received his B.S. in Computer Science from the University of Southern California in 1989. Mr. Frank has also obtained two M.S. degrees: one in computer science from Stanford University in 1990, and the other in business administration from Emory University in 1998.

EXHIBIT G

Small and Minority-Owned Telecommunications Plan

DOMINO NETWORKS COMMUNICATIONS, INC.

Small and Minority-Owned Telecommunications Business Participation Plan

1. Policy

Domino Networks Communications, Inc. ("DNC") acknowledges the importance of supporting the participation of small and minority-owned telecommunications businesses in the telecommunications industry. To the extent that DNC contracts and/or subcontracts for goods and services in the State of Tennessee in the future, it will be DNC's policy to provide opportunities for small and minority-owned telecommunications businesses to compete for contracts and subcontracts for goods and services to DNC in connection with its Tennessee operations.

2. Definitions

As used in this Plan,

- 1.** "DNC" means Domino Network Services, Inc., a Delaware company.
- 2.** "Small Business" means a telecommunications business with annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.
- 3.** "Minority Business" means a telecommunications business that is solely owned, or at least fifty-one percent of the assets or outstanding stock of which is owned by an individual who personally manages and controls the daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars, pursuant to T.C.A. § 65-5-212.
- 4.** "Plan" means DNC's Small and Minority-Owned Telecommunications Business

Participation Plan.

3. Period of Effectiveness

This Plan and DNC's associated duties and activities in connection with this Plan will become effective if and when DNC contracts or subcontracts for goods and/or services in the State of Tennessee in connection with its Tennessee operations. The Plan is limited to the solicitation of goods and services in the State of Tennessee, if any, in connection with DNC's Tennessee operations.

4. Plan Administration

1. General

DNC will advise all personnel of the existence of the plan and of its goals established in the Plan.

DNC will exercise due diligence and sensitivity to ensure that opportunities for small and minority owned telecommunications businesses to do business with DNC are equivalent to those opportunities provided to entities which are not small and/or minority owned.

DNC will undertake efforts, as described below, to identify eligible small business and minority business providers of goods and services of the type it expects to use in its Tennessee operations. DNC will invite bids or proposals, or otherwise solicit offers from small and minority-owned telecommunications businesses to furnish goods and services to DNC in connection with its Tennessee operations. Selection of contractors will be based upon price and quality considerations, with full and equal consideration given to proposals submitted by small businesses and minority businesses.

2. Plan Administration

The administration of this Plan will be under the direction of:

Woody Traylor
Vice President of Regulatory Affairs
Domino Networks Communications, Inc.
2950 Gallows Road
Falls Church, VA 22042
Telephone: (571) 226-1434
Facsimile: (571) 226-1350

3. Administrator's Responsibilities

The Administrator will develop policies and procedures to assure the success of the Plan.

Specifically, the Administrator's responsibilities pursuant to this Plan include the following:

1. To develop and maintain a list of eligible Small and Minority-Owned Telecommunications Businesses.
2. To obtain available resources for identifying Small Businesses and Minority Businesses interested in furnishing goods and services to DNC and to cultivate an awareness among such businesses as to any opportunities to develop business relations with DNC.
3. To serve as a resource for technical assistance to Small Telecommunications Business and Minority Owned Telecommunications Businesses and to refer such businesses to sources of information and other technical assistance.
4. To ensure that Small and Minority-Owned Telecommunications Businesses are included in the solicitation for products and services which they are capable of providing.
5. To review solicitations to ensure that they do not inhibit and/or restrict Small and Minority-Owned Telecommunications Business competition for contracts.

6. To maintain DNC's records of solicitations and contract awards, and any related correspondence.
7. To review and evaluate DNC's annual performance on Small and Minority-Owned Telecommunications Business contracting.
8. To provide required records and reports and to cooperate in any authorized review or reasonable and appropriate surveys or studies by the Tennessee Regulatory Authority.
9. To ensure that DNC submit reports, as may be required, for use in connection with subcontracting plans by the Tennessee Regulatory Authority and/or the State of Tennessee.
10. To prepare and submit annual updates to this Plan as required by T.C.A. § 65-5-212.

5. Sources for Identifying and Contacting Qualified Businesses

Among others, the resources that the Plan Administrator may use to identify qualified businesses will include: the Chambers of Commerce, the Tennessee Department of Economic and Community Development, the U.S. Small Business Administration and the Office of Minority Business of the U.S. Department of Commerce, the National Minority Supplier Development Council, the National Association of Women Business Owners and the National Association of Minority Contractors. The Plan Administrator may also identify qualified businesses through participation in trade fairs and industry meetings and through local associations and Minority Supplier Development Councils.

6. Goods and Services to be Outsourced

If in the future DNC has plans to contract or subcontract for goods and/or services in the State

of Tennessee, DNC will prepare a list of the goods and services which it plans to outsource and for which qualified businesses could bid.

7. Record Maintenance

If and when DNC outsources any goods and services in Tennessee in connection with its Tennessee operations, DNC will maintain records relating to its Small and Minority Owned Telecommunications Business Participation Plan for the purpose of evidencing the implementation of this policy, for use by DNC in evaluating the effectiveness of the Plan and in obtaining the goals of the Plan, and for use in updating the Plan on an annual basis with the Tennessee Regulatory Authority, or as otherwise required. In conjunction with this Record Maintenance, DNC reserves the right to designate documents, reports, surveys and/or studies as "confidential" or "proprietary."

EXHIBIT H

Toll Dialing Parity Plan

**DOMINO NETWORKS COMMUNICATIONS, INC.
INTRALATA PRESUBSCRIPTION IMPLEMENTATION PLAN**

INTRODUCTION

In accordance with certain Federal Communications Commission ("FCC") Orders,¹ Domino Networks Communications, Inc. ("DNC") submits its implementation plan for intraLATA presubscription (the "Plan"). DNC will comply with all rules and regulations of the FCC and Tennessee Regulatory Authority in its provision of intraLATA presubscription to Tennessee consumers.

DNC will give end user customers the opportunity to designate a carrier for their intraLATA toll call traffic in those market areas where DNC is a facilities-based local exchange service provider. IntraLATA toll calls will automatically be directed to the designated carrier without the customer having to dial an access code.

Initially, DNC intends to operate in Nashville, Tennessee. DNC hopes to expand into and operate in all exchanges in all LATAs where local and toll competition is authorized.

POLICIES

DNC will deploy two-PIC (Primary Interexchange Carrier) technology in its switches. This technology will enable the customer to presubscribe to the same or a different carrier for their intraLATA and/or interLATA service.

DNC will offer customers the ability to access all participating carriers by dialing the appropriate access code (101XXXX).

DNC will provide its customers with nondiscriminatory access to telephone numbers, operator services, directory assistance and directory listings.

All eligible DNC end user telephone line numbers will be presubscribed and must have a PIC (including "No PIC") associated with them.

CARRIER INFORMATION

Interexchange carriers will have the option of offering intraLATA service only or intraLATA and

¹ *In the Matter of Implementation of the Local Competition Provision of the Telecommunications Act of 1996*, CC Docket No. 96-98, *Petition of Southwestern Bell Telephone Company, Pacific Bell, and Nevada Bell for Expedited Declaratory Ruling on Interstate InterLATA Toll Dialing Party or, in the Alternative, Various Other Relief*, Order (March 23, 1999); *In the Matters of the Local Competition Provisions of the Telecommunications Act of 1996*, Second Report and Order, CC Docket No. 96-98 (August 8, 1996).

interLATA service.

Interexchange carriers will have the option of participating in all market areas or in a specific market area.

Interexchange carriers will be required to return a completed Non-Disclosure Agreement and Participation Agreement(s).

DNC will not participate in billing disputes for intraLATA service between alternative competing interexchange carriers and their customers.

DNC representatives will not initiate or accept three-way calls from alternative interexchange carriers to discuss presubscription.

Carriers wishing to participate will be requested to submit Access Service Requests/Translation Questionnaires to the Access Tandem owner and to DNC.

CALL ELIGIBILITY/TOLL DIALING PLAN

A local service customer of DNC will have calls routed according to the following plan:

<u>If a DNC Customer Dials:</u>	<u>The Call is Handled By/Routed To:</u>
911	PSAP on originating line number
411/555-1212	DNC Directory Assistance Operator
0-	DNC Operator
0 + intraexchange number	IntraLATA Toll Provider
1 + 7 or 10 digits	IntraLATA Toll Provider
0 + 7 or 10 digits interexchange number	InterLATA Toll Provider
101XXXX + 0-	XXXX Carrier
101XXXX + 0 + 7 or 10 digits	XXXX Carrier
101XXXX + 7 or 10 digits	XXXX Carrier

If a DNC customer originates a call to a carrier Operator by dialing 00-, the call will be routed to the PIC on that customer's line. If the customer originates a call to a carrier Operator by dialing an access code (e.g., 101XXXX + 0-), the call will be routed to the XXXX carrier. In both cases, the carrier's switch is responsible for routing this call to the carrier's Operator or to an announcement.

NETWORK INFORMATION

All originating intraLATA traffic will initially be routed via the incumbent Local Exchange Carrier (LEC) Access Tandem(s). Following conversion, direct trunks between the DNC switch and the interexchange carrier location(s) may be provisioned where traffic volumes warrant.

Interexchange carriers must have Feature Group D trunks in place (or ordered) between their point of presence and the incumbent LEC Access Tandem(s).

DNC will route all originating intraLATA traffic to the designated carrier and will only block traffic at the request of the end user customer and/or in compliance with regulatory requirements. Calls that cannot be completed to a carrier will be routed to an announcement.

CUSTOMER CONTACT INFORMATION

DNC customer contact representatives will process customer initiated PIC selections to DNC or to an alternative intraLATA carrier. Carriers will have the option of allowing the DNC representative to process PIC requests on their behalf.

DNC customer contact representatives will not comment on a customer's choice of its intraLATA PIC when the customer contacts DNC to change the PIC. DNC customer contact representatives will respond to customer inquiries about intraLATA carriers in a competitively neutral fashion. If a customer requests information relating to carriers other than DNC, a list of participating carriers will be read to that customer in random order by DNC representatives.

If the intraLATA toll carrier selected by the customer permits DNC to process orders on its behalf, DNC will accept the PIC change request. If the customer selects an intraLATA toll carrier that does not allow DNC to process PIC changes on its behalf, DNC will provide the customer with the carrier's toll-free number (if provided by the carrier).

DNC representatives will not discuss alternative carrier rates or services and will not provide customers with Carrier Identification Codes or access code dialing instructions.

PRESUBSCRIPTION INFORMATION

A \$5.00 PIC change charge will be incurred and billed to a DNC customer for each eligible line where a PIC change is made. DNC will offer its customers a 90-day grace period following Plan implementation during which the customers may change intraLATA carriers without a PIC change charge. Customers can make multiple PIC changes during these 90 days at no charge. After the 90-day period, DNC will assess the \$5.00 PIC change charge. DNC offers interexchange carriers the option of having the PIC charge billed to the carrier or to the customer.

New line customers, including customers adding lines, will have the opportunity to select a participating carrier, or they will be assigned a NO PIC designation. If a customer cannot decide upon an intraLATA carrier at the time of order, DNC may extend a 30-day period following placement of the customer's service order for the customer to select an intraLATA carrier without charge. Such a customer will be assigned a NO PIC designation in the interim. After this 30-day period, DNC will assess the \$5.00 PIC change charge as described above, if the customer chooses

a presubscribed intraLATA carrier. Customers assigned a NO PIC designation as set forth in this paragraph will be required to dial an access code to reach an intraLATA carrier's network.

If a DNC customer denies requesting a change in intraLATA toll providers as submitted by an intraLATA carrier, and the intraLATA carrier is unable to produce a Letter of Agency signed by the customer, the intraLATA carrier will be assessed a \$30.00 charge for the unauthorized PIC change and the PIC will be changed as per the customer's request, in addition to any other penalties authorized by law.

Alternative interexchange carriers may submit PIC changes to DNC via a fax/paper interface.

DNC will process intraLATA PIC selections in the same manner and under the same intervals of time as interLATA PIC changes.

Carriers will be required to submit PIC changes using the Customer Account Record Exchange (CARE) format via paper medium. DNC will provide carriers with PIC order confirmation and reject information using the CARE format. Specific details regarding CARE will be provided to participating carriers.

For customers who change their local service provider from the incumbent LEC to DNC and retain their incumbent LEC telephone number(s), DNC, as part of the CARE PIC process, will provide the selected intraLATA carrier with both the retained (incumbent LEC) telephone number and the DNC telephone number.

EXHIBIT I

**Notice of Application
and
Certificate of Service**

NOTICE OF APPLICATION

TO: Incumbent Local Exchange Carriers operating in the State of Tennessee

FROM: Russell M. Blau and Michael J. Mendelson
Counsel to Domino Networks Communications, Inc.

DATE: January 4, 2001

RE: Application of Domino Networks Communications, Inc. for a Certificate of Public Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services Throughout the State of Tennessee

This is to notify you that the above-referenced application was filed with the Tennessee Regulatory Authority on January 5, 2001. A copy of the application may be obtained from the Tennessee Regulatory Authority.

CERTIFICATE OF SERVICE

I, TRACEY J. HALE hereby certify that on this 4th day of January, 2001, a copy of the foregoing notice was served via first class U.S. Mail on the following:

Ardmore Telephone Company, Inc.
P.O. Box 549
517 Ardmore Avenue
Ardmore, TN 38449

BellSouth
333 Commerce Street
Nashville, TN 37201-3300

Century Telephone of Adamsville
P.O. Box 405
116 N. Oak Street
Adamsville, TN 38310

Century Telephone of Claiborne
P.O. Box 100
507 Main Street
New Tazewell, TN 37825

Century Telephone of Ooltewah-
Collegedale, Inc.
P.O. Box 782
5616 Main Street
Ooltewah, TN 37363

Citizens Communications Company
OF TENNESSEE
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Citizens Communications Company
Of The Volunteer State
P.O. Box 770
300 Bland Street
Bluefield, WV 24701

Loretto Telephone Company, Inc.
P.O. Box 130
Loretto, TN 38469

Millington Telephone Company, Inc.
4880 Navy Road
Millington, TN 38053

Sprint-United
112 Sixth Street
Bristol, TN 37620

TDS Telecom-Concord Telephone
Exchange, Inc.
P.O. Box 22610
701 Concord Road
Knoxville, TN 37933-0610

TDS Telecom-Humphreys County
Telephone Company
P.O. Box 552
203 Long Street
New Johnsonville, TN 37134-0552

TDS Telecom-Tellico Telephone
Company, Inc.
P.O. Box 9
102 Spence Street
Tellico Plains, TN 37385-0009

TDS Telecom-Tennessee
Telephone Company
P.O. Box 18139
Knoxville, TN 37928-2139

TEC-Crockett Telephone Company, Inc.
P.O. Box 7
Friendship, TN 38034

TEC-People's Telephone Company, Inc.
P.O. Box 310
Erin, TN 37061

TEC-West Tennessee Telephone
Company, Inc.
P.O. Box 10
244 E. Main Street
Bradford, TN 38316

United Telephone Company
P.O. Box 38
120 Taylor Street
Chapel Hill, TN 37034


Name

EXHIBIT J

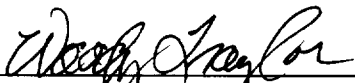
Rule Compliance Agreement

Rule Compliance Agreement

Domino Networks Communications, Inc., in applying for authority as provider of facilities-based and resold local exchange and interexchange telecommunications services, hereby affirms the following:

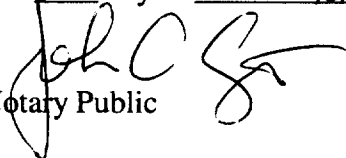
- \$ Has received, read, and understands the Tennessee Regulatory Authority (TRA) Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and Regulations.
- \$ Understands the penalties for non-compliance, and all associated fees to provide such service.
- \$ Will comply with the TRA Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206.
- \$ Will comply with TCA Section 65-4-201.
- \$ That all information provided in the attached Petition is true to the best of my knowledge.

By: Domino Networks Communications, Inc.
Company Name


Name: Woody Traylor
Title: Vice President and Assistant Secretary

Subscribed and sworn before me

this 21st day of December, 2000.


Notary Public

My Commission Expires: 31 DEC 2002

Seal

EXHIBIT K

Pre-Filed Testimony of Woody Traylor

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)
)
Domino Networks Communications, Inc.)
)
for a Certificate of Public Convenience and)
Necessity to Provide Facilities-Based and)
Resold Local Exchange and)
Interexchange Telecommunications Services)
Throughout the State of Tennessee)

Docket No. _____

**TESTIMONY OF WOODY TRAYLOR
ON BEHALF OF
DOMINO NETWORKS COMMUNICATIONS, INC.**

Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS AND TELEPHONE NUMBER.

A. My name is Woody Traylor. My business address is Domino Networks Communications, Inc. ("DNC"), 2950 Gallows Road, Falls Church, VA 22042. My business telephone number is (571) 226-1434.

Q. WHAT IS YOUR POSITION WITH DNC?

A. I am the Vice President of Regulatory Affairs and Assistant Secretary.

Q. PLEASE DESCRIBE YOUR EDUCATIONAL BACKGROUND AND PROFESSIONAL EXPERIENCE.

A. I currently serve as the Vice President of Regulatory Affairs of Domino Networks Communications, Inc. Before I joined Domino Networks Communications, Inc., I was Vice President of Regulatory Affairs of Broadband Office Communications, Inc. In that position, I was responsible for CPCN acquisition, interconnection agreement adoption, and tariff development. Prior to holding that position, I was Director of Numbering Policy and Administration at MCI WorldCom. Before joining MCI WorldCom in April of 1990, I spent seven years with Bell Atlantic and worked for the C&P Telephone Company of Virginia for nine years, serving in numerous positions with both companies. I received my BS degrees in Mathematics, Sociology and Physics from the University of Richmond in 1971. I also received my MS in Demography and Statistics from Florida State University in 1973.

Q. ARE YOU FAMILIAR WITH THE APPLICATION BEING SUBMITTED CONCURRENTLY WITH THIS TESTIMONY BY DNC TO THE TENNESSEE

**REGULATORY AUTHORITY FOR A CERTIFICATE OF CONVENIENCE AND
NECESSITY TO PROVIDE LOCAL EXCHANGE AND INTEREXCHANGE
SERVICES?**

A. Yes. I am.

**Q. ARE ALL STATEMENTS IN DNC'S APPLICATION TRUE AND CORRECT TO
THE BEST OF YOUR KNOWLEDGE, INFORMATION AND BELIEF?**

A. Yes.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?

A. I submit this testimony on behalf of DNC to describe DNC and the services it proposes to offer in Tennessee and to demonstrate DNC's financial, technical, managerial, and operational capabilities to operate as a provider of facilities-based and resold local exchange and interexchange telecommunications services in Tennessee. I will also demonstrate that grant of DNC's application meets the appropriate regulatory criteria and is in the public interest.

Q. PLEASE DESCRIBE THE AUTHORITY THAT DNC SEEKS FROM THE TRA.

A. DNC seeks a certificate of convenience and necessity to provide facilities-based and resold local exchange and interexchange telecommunications services throughout the State of Tennessee.

Q. PLEASE SUMMARIZE THE MAIN POINTS OF YOUR TESTIMONY.

A. My testimony will address several major issues: a description of DNC's application for a Certificate of Convenience and Necessity to provide local exchange and interexchange

telecommunications services; a description of DNC's managerial and technical qualifications; a description of DNC's financial qualifications; a description of the specific services DNC proposes to offer in Tennessee; and a demonstration that DNC's proposed local exchange and interexchange services are consistent with the public interest.

Q. HAS DNC OR ITS AFFILIATES BEEN AUTHORIZED TO PROVIDE SUCH SERVICE IN ANY OTHER JURISDICTIONS?

A. Yes.

Q. HAS DNC EVER BEEN DENIED AUTHORIZATION BY A STATE REGULATORY AGENCY?

A. No. Neither DNC nor any of its affiliates has ever been denied authorization by a state regulatory agency.

Q. HAS ANY STATE EVER REVOKED THE CERTIFICATION OF DNC OR ANY OF ITS AFFILIATES?

A. No.

Q. HAS DNC OR ONE OF ITS AFFILIATES EVER BEEN INVESTIGATED OR SANCTIONED BY ANY REGULATORY AUTHORITY FOR SERVICE OR BILLING IRREGULARITIES?

A. No.

Q. PLEASE DESCRIBE THE CORPORATE STRUCTURE OF DNC.

A. DNC is a corporation organized on November 14, 2000 under the laws of the State of Delaware. DNC is a wholly-owned subsidiary of Domino Networks, Inc., a Delaware

corporation. A copy of DNC's Certificate of Incorporation is attached to DNC's application as Exhibits A. DNC will file its Certificate of Authority to Transact Business in Tennessee as soon as it becomes available.

Q. PLEASE OUTLINE DNC'S MANAGERIAL AND TECHNICAL QUALIFICATIONS.

A. DNC possesses the managerial and technical qualifications to provide local exchange and interexchange telecommunications service in Tennessee. DNC's officers are well qualified to execute its business plan, to provide its proposed telecommunications services and to operate and maintain DNC's facilities over which such services will be deployed. DNC's management team has considerable experience in marketing, network operations, financial analysis/accounting, customer service, training, sales, regulatory, and other relevant areas.

A description of the extensive telecommunications experience and expertise of DNC's key personnel is attached to DNC's application as Exhibit G. As the biographical information for DNC's key personnel reflects, these individuals have substantial experience in running major telecommunications operations. Each member of DNC's management team will draw upon his or her own experience, as well as the collective experience of the entire management team, to ensure that DNC is managed and operated efficiently and profitably.

In particular, DNC was formed initially as a subsidiary of BroadBand Office Communications, Inc. ("BBOC"), which was authorized by this Commission to provide local exchange and interexchange services in Docket No.00-00014. The management of BBOC recently determined to separate BBOC and its assets and personnel into two companies. In general, assets and personnel used in providing in-building telecommunications and

information services to business customers in multi-tenant buildings remain with BBOC, while assets and personnel used to provide metropolitan and long haul network services were assigned to DNC. Therefore, DNC will take over the ongoing operations of a portion of BBOC's telecommunications business and will be staffed by personnel familiar with the operation of BBOC's network.

Q. PLEASE DESCRIBE DNC'S FINANCIAL QUALIFICATIONS.

- A.** DNC possesses the financial qualifications required of applicants for the license requested herein. DNC has access to the financing and capital necessary to conduct its telecommunications operations as specified in its Application. The most recent financial information for DNC is attached to its Application as Exhibit C. This exhibit is offered to demonstrate DNC's financial ability to provide the proposed telecommunications services

Q. PLEASE DESCRIBE THE TYPES OF SERVICES THAT DNC WILL OFFER IN TENNESSEE AND HOW DNC WILL PROVIDE THESE SERVICES.

- A.** DNC seeks authority to provide facilities-based and resold local exchange and interexchange telecommunications services to business subscribers to and from all points in the State of Tennessee.

DNC will construct its own fiber optic network and facilities to provide voice and data communications services, dedicated access services, and private line data communications services. DNC's network will be based on VoIP technology and employ Sonus Networks packet switches. DNC may supplement these services with other resold services provided by incumbent local exchange carriers, competitive local carriers, or

interexchange carriers. In addition to these services, DNC intends to lease its dedicated and private line fiber optic communications infrastructure to wholesale carriers.

Initially, DNC may lease the fiber optic facilities of other carriers while its own facilities are being built. As DNC completes the build-out of its network, DNC will move this traffic onto its own network.

Q. WHAT GEOGRAPHIC AREAS WILL DNC SERVE?

- A. DNC seeks authority to provide resold and facilities-based local and interexchange services throughout the state of Tennessee. DNC currently does not plan to provide local exchange services in the service areas of any exempt small or rural incumbent local exchange carriers. At the present time, DNC intends to provide service primarily in the geographic areas currently served by BellSouth Telecommunications, Inc. and United Telephone, Southeast, Inc. However, DNC requests statewide authority so that it may expand its service areas in the future as market conditions warrant.

Q. WILL DNC OFFER SERVICE TO ALL CONSUMERS WITHIN ITS SERVICE AREA?

- A. DNC plans to provide service to business customers within its service area.

Q. HOW WILL DNC HANDLE CUSTOMER SERVICE?

- A. DNC will handle customer service orders, requests, inquiries, and/or complaints twenty four (24) hours per day, seven (7) days per week through a toll-free number. DNC's toll free service number is 1 (888) 535-4226. DNC's toll free number will be printed on its customers' monthly billing statements. DNC will respond to repair and maintenance calls

promptly and, where necessary, dispatch a service technician as soon as possible. Because customer satisfaction is extremely important to DNC and to its success in the competitive marketplace, all commercially reasonable efforts will be made to address and resolve customer concerns as quickly as possible.

Q. DOES DNC PLAN TO OFFER LOCAL EXCHANGE TELECOMMUNICATIONS SERVICES IN AREAS SERVED BY ANY INCUMBENT LOCAL EXCHANGE TELEPHONE COMPANY WITH FEWER THAN 100,000 TOTAL ACCESS LINES?

A. No.

Q. PLEASE DESCRIBE THE PUBLIC INTEREST BENEFITS ASSOCIATED WITH DNC'S PROPOSED OFFERING OF TELECOMMUNICATIONS SERVICES IN TENNESSEE.

A. Grant of DNC's Application will further the public interest by expanding the availability to Tennessee consumers of technologically advanced telecommunications facilities and services. DNC's network will utilize state-of-the art technology. Its presence in the market will afford consumers an additional choice of telecommunications service providers. The public will benefit both directly, through the use of the high-quality and reliable telecommunications services to be offered by DNC, and indirectly because the expanded presence of DNC in the market will increase the incentives for other telecommunications providers to operate more efficiently, offer more innovative services, reduce their prices, and improve their quality of service. Granting this Application is therefore in the public interest because it will enhance the service options already available to Tennessee citizens.

Q. DOES DNC INTEND TO COMPLY WITH ALL TRA RULES, STATUTES, AND ORDERS PERTAINING TO THE PROVISION OF TELECOMMUNICATIONS SERVICES IN TENNESSEE, INCLUDING THOSE FOR DISCONNECTION AND RECONNECTION OF SERVICE?

A. Yes. DNC will comply with all applicable TRA rules, statutes and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service.

Q. WHO IS KNOWLEDGEABLE ABOUT DNC'S OPERATIONS AND WILL SERVE AS DNC'S REGULATORY AND CONSUMER SERVICE CONTACT?

A. I, Woody Traylor, Vice President of Regulatory Affairs, am knowledgeable about DNC's operations and will serve as DNC's regulatory and consumer service contact.

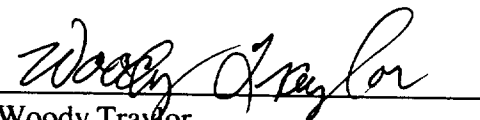
Q. PLEASE EXPLAIN IN DETAIL DNC'S PROPOSED PROCEDURE FOR RESPONDING TO INFORMATION REQUESTS FROM THE TRA AND ITS STAFF.

A. Please address all questions about DNC's Application to Russell M. Blau and Michael J. Mendelson, Swidler Berlin Shereff Friedman, LLP, 3000 K Street, N.W., Suite 300, Washington, DC 20007. All questions regarding DNC's ongoing operations should be addressed to me, Woody Traylor, Vice President of Regulatory Affairs for DNC.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

A. Yes, it does. I reserve the right, however, to amend or modify my testimony, as appropriate.

I swear that the foregoing testimony is true and correct to the best of my knowledge.



Name: Woody Traylor

Title: Vice President of Regulatory Affairs and Assistant Secretary

Domino Networks Communications, Inc.

COMMONWEALTH OF VIRGINIA


)

COUNTY OF FAIRFAX

)

)

Subscribed and Sworn to me this 21st day of December, 2000.



Notary Public

My Commission Expires: 31 DEC 2002

SEAL

VERIFICATION

Commonwealth of Virginia)
)
County of Fairfax) ss:

On behalf of Domino Networks Communications, Inc., (ADNC@ or AApplicant@) for a Certificate of Public Convenience and Necessity, I, Woody Traylor, Vice President of Regulatory Affairs and Assistant Secretary, certify and agree that intrastate telecommunications services will be provided in compliance with the Rules and Regulations of the Tennessee Regulatory Authority ("Authority").

I understand that certification as a public utility to provide intrastate telecommunications services is nontransferable and may be revoked by the Authority for violation of Authority Rules and Regulations.

I understand that a certified utility is required to submit annual reports to the Authority recounting activities specified by Authority rules. I further understand that additional reports may be required by the Authority at any time.

I understand that I cannot abandon or discontinue service, or any part thereof, established within the State of Tennessee without prior Authority approval and without having previously made provision, approved by the Authority, for payment of all relevant outstanding liabilities (deposits) to customers within the State of Tennessee.

I further attest that the information provided in this Application and the supporting documents is true and correct to the best of my knowledge and belief.



Name: Woody Traylor

Title: Vice President of Regulatory Affairs and
Assistant Secretary

Domino Networks Communications, Inc.

Subscribed and sworn to before me, this 21st day of December, 2000.


Notary Public

My Commission expires on 31 Dec 2002.